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Attorneys for Debtors and Reorganized Debtors

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric
Company
☒ Affects both Debtors

** All papers shall be filed in the Lead
Case, No. 19-30088 (DM).*

Chapter 11 Case No. 19-30088 (DM)
(Lead Case)
(Jointly Administered)

**REORGANIZED DEBTORS' RESPONSE TO
THERESA ANN MCDONALD'S DESIGNATION
OF RECORD AND STATEMENT OF ISSUES**

Relates to Docket Nos. 8266, 8438.

Pursuant to Rule 8009(a)(2) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), PG&E Corporation and Pacific Gas and Electric Company, as reorganized debtors (collectively, the “**Debtors**” or the “**Reorganized Debtors**,” as applicable) in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”), submit this response to the *Designation of Record and Statement of Issues* dated July 16, 2020, filed by Theresa Ann McDonald (“**Appellant**”) [Dkt. No. 8438] (the “**Statement**”).¹

Counter Statement of Issues on Appeal

The issues on appeal are:

(1) Whether the appeal should be dismissed as equitably moot because, among other things, the Plan has been substantially consummated, Appellant failed to either seek or obtain a stay of the Confirmation Order pending appeal, and reversal of the Confirmation Order would completely undermine the comprehensive settlements and financial restructuring embodied in the Plan and upon which creditors, shareholders, the capital markets, the stock market, and the Reorganized Debtors’ business partners, employees, and communities have relied, as well as the ability of the Reorganized Debtors to obtain the benefit of A.B. 1054 and participate in the go-forward wildfire fund; and

(2) Whether entry of the Confirmation Order by the Bankruptcy Court constituted an abuse of discretion or a plain error of law.

Designation of Record on Appeal

Pursuant to Rule 8009(a)(2) of the Bankruptcy Rules, the Reorganized Debtors hereby designate the following additional items to be included in the record on appeal, which include all exhibits and addenda attached to each item:

Dkt. No.	Date of Filing	Description
263	2/1/2019	Amended Declaration of Jason P. Wells in Support of First Day Motions and Related Relief
3644	8/21/2019	Order Granting The Motion Of The Official Committee Of Tort Claimants For Relief From Automatic Stay

¹ Capitalized terms not otherwise defined herein have the meanings ascribed to them in the *Order Confirming Debtor’s and Shareholder Proponents’ Joint Chapter 11 Plan of Reorganization dated June 19, 2020* [Dkt. No. 8053] (together with all related documents, attachments, and exhibits, the “**Confirmation Order**”).

Dkt. No.	Date of Filing	Description
3808	9/4/2019	Order Re: The Production of the 2015 Butte Fire Settlement Information
3992	9/24/2019	Debtors' Motion Pursuant To 11 U.S.C. §§ 363(B) And 105(A) And Fed. R. Bankr. P. 6004 And 9019 For Entry Of An Order (I) Authorizing The Debtors To Enter Into Restructuring Support Agreement With The Consenting Subrogation Claimholders, (II) Approving The Terms Of Settlement With Such Consenting Subrogation Claimholders, Including The Allowed Subrogation Claim Amount, And (III) Granting Related Relief (the "Subrogation Settlement And RSA Motion")
3993	9/24/2019	Declaration of Jason P. Wells in Support of the Debtors' Subrogation Settlement and RSA Motion
3994	9/24/2019	Notice of Hearing on Subrogation Settlement and RSA Motion
4167	10/9/2019	Order Granting Joint Motion of the Official Committee of Tort Claimants and the Ad Hoc Committee of Senior Noteholders to Terminate the Debtors' Exclusive Period
4168	10/9/2019	Order Denying Debtors' Second Exclusivity Extension Motion
5038	12/9/2019	Debtors' Motion Pursuant to 11 U.S.C. §§ 363(b) and 105(a) and Fed. R. Bankr. P. 6004 and 9019 for Entry of an Order (I) Authorizing the Debtors and TCC to Enter into Restructuring Support Agreement with the TCC, Consenting Fire Claimant Professionals, and Shareholder Proponents, And (II) Granting Related Relief (the "Tort Claimants RSA Motion")
5039	12/9/2019	Declaration of Jason P. Wells in Support of Tort Claimants RSA Motion
5040	12/9/2019	Ex Parte Motion of Debtors Pursuant to B.L.R. 9006-1 Requesting Order Shortening Time for Hearing on Tort Claimants RSA Motion
5041	12/9/2019	Declaration of Jessica Liou in Support of Ex Parte Motion of Debtors Pursuant to B.L.R. 9006-1 Requesting Order Shortening Time for Hearing on Tort Claimants RSA Motion
5173	12/19/2019	Order Pursuant to 11 U.S.C. §§ 363(b) and 105(a) and Fed. R. Bankr. P. 6004 and 9019 (I) Authorizing the Debtors to Enter into Restructuring Support Agreement with the Consenting Subrogation Claimholders, (II) Approving the Terms of Settlement with such Consenting Subrogation Claimholders, Including the Allowed Subrogation Claim Amount, and (III) Granting Related Relief
5174	12/19/2019	Order Pursuant to 11 U.S.C. §§ 363(b) and 105(a) and Fed. R. Bankr. P. 6004 and 9019 (I) Authorizing the Debtors and TCC to Enter into Restructuring Support Agreement with the TCC, Consenting Fire Claimant Professionals, and Shareholder Proponents, and (II) Granting Related Relief

Dkt. No.	Date of Filing	Description
5284	1/6/2020	Motion to File Redacted Document and Seal Confidential Information from Tubbs Settlement Documents
5301	1/7/2020	Order Authorizing Redaction and Sealing of Confidential Info from Tubbs Settlement
5637	2/5/2020	Order Pursuant to 11 U.S.C. §§ 363(b) and 105(a) and Fed. R. Bankr. P. 6004 and 9019 (I) Approving and Authorizing the Debtors to Enter into Restructuring Support Agreement with Consenting Noteholders and Shareholder Proponents, and (II) Granting Related Relief
5700	2/7/2020	[Proposed] Disclosure Statement for Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization
5732	2/11/2020	Amended Order Establishing Schedule for Disclosure Statement Approval and Plan Confirmation
5801	2/18/2020	Notice of Filing of Exhibit B (Financial Projections) to [Proposed] Disclosure Statement for Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization
5835	2/19/2020	Debtors' Motion for Entry of an Order (I) Approving Form and Manner of Notice of Hearing on Proposed Disclosure Statement; (II) Establishing and Approving Plan Solicitation and Voting Procedures; (III) Approving Forms of Ballots, Solicitation Packages, and Related Notices; and (IV) Granting Related Relief (the " Solicitation Procedures Motion ")
5839	2/19/2020	Certificate of Service of Craig E. Johnson regarding the Fire Victim Plan Solicitation Directive
6217	3/9/2020	Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization dated March 9, 2020
6219	3/9/2020	[Proposed] Disclosure Statement for Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization
6221	3/9/2020	Debtors' Omnibus Reply to Objections to Approval of (I) Proposed Disclosure Statement and (II) Solicitation Procedures Motion
6222	3/9/2020	Notice of Filing of Revised Proposed Order Approving Solicitation Procedures Motion
6225	3/9/2020	Notice of Filing of Amended Exhibit B (Financial Projections) to [Proposed] Disclosure Statement for Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization
6244	3/10/2020	Notice of Filing of Second Revised Proposed Order Approving Solicitation Procedures Motion
6320	3/16/2020	Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization dated March 16, 2020
6322	3/16/2020	[Proposed] Disclosure Statement for Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization

Dkt. No.	Date of Filing	Description
6338	3/17/2020	Notice of Filing of Proposed Third Amended Fire Victims Claims Resolution Procedures Summary with Frequently Asked Questions
6340	3/17/2020	Order (I) Approving Proposed Disclosure Statement for Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization; (II) Approving Form and Manner of Notice of Hearing on Proposed Disclosure Statement; (III) Establishing and Approving Plan Solicitation and Voting Procedures; (IV) Approving Forms of Ballots, Solicitation Packages, and Related Notices; and (V) Granting Related Relief
6353	3/17/2020	Amended Disclosure Statement Disclosure Statement for Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Filed
6354	3/17/2020	Notice Regarding Filing of Solicitation Version of Disclosure Statement for Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization
6448	3/24/2020	[Proposed] Supplement to Disclosure Statement for Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization
6483	3/25/2020	Order Approving Supplement to Disclosure Statement for Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization
6785	4/16/2020	Order Pursuant to 11 U.S.C. §§ 105(a) and 363(b) and Fed. R. Bankr. P. 9019 Approving (I) Debtors' Agreement and Settlement with People of the State of California and (II) Granting Related Relief
6893	4/22/2020	Certificate of Service of Christina Pullo regarding the distribution of solicitation materials
6935	4/24/2020	Affidavit of Publication
7059	5/4/2020	Certificate of Service of Christina Pullo regarding the distribution of solicitation materials
7082	5/6/2020	Certificate of Service of Christina Pullo regarding the distribution of solicitation materials
7084	5/6/2020	Certificate of Service of Christina Pullo regarding the distribution of solicitation materials
7114	5/7/2020	Certificate of Service of Christina Pullo regarding the distribution of solicitation materials
7123	5/7/2020	Certificate of Service of Christina Pullo regarding the distribution of solicitation materials
7128	5/8/2020	Debtors' Response to Motion of William B. Abrams to Designate Votes Pursuant to 11 U.S.C. §§ 1125(b) and 1126(e) and Fed. R. Bankr. P. 2019
7184	5/13/2020	Certificate of Service of Christina Pullo regarding the distribution of solicitation materials
7342	5/15/2020	Certificate of Service of Christina Pullo regarding the distribution of solicitation materials

Dkt. No.	Date of Filing	Description
7348	5/15/2020	Certificate of Service of Christina Pullo regarding the distribution of solicitation materials
7426	5/19/2020	Certificate of Service of Christina Pullo regarding the distribution of solicitation materials
7436	5/20/2020	Opposition to Motion for the Appointment of an Examiner of Voting Irregularities Pursuant to Section 1104(c) of the Bankruptcy Code and Bankruptcy Rule 2007.1
7503	5/22/2020	Supplement to Plan Supplement in Connection with Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization (including all exhibits thereto)
7507	5/22/2020	Declaration of Christina F. Pullo Regarding Solicitation of Votes
7510	5/22/2020	Declaration of Jason P. Wells in Support of Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization
7512	5/22/2020	Declaration of Kenneth S. Ziman in Support of Confirmation of Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization
7514	5/22/2020	Declaration of John Boken in Support of Confirmation of Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization
7528	5/22/2020	Plan Proponents' Joint Memorandum of Law and Omnibus Response in Support of Confirmation of Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization
7563	5/24/2020	Notice Regarding Filing of Second Supplement to Plan Supplement in Connection with Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization
7568	5/25/2020	Motion for the Appointment of an Examiner of Voting Procedural Irregularities Pursuant to Section 1104(c) of the Bankruptcy Code and Bankruptcy Rule 2007.1
7572	5/25/2020	Debtors' and Shareholder Proponents' Amended Joint Confirmation Hearing Exhibit List
7644	5/29/2020	Declaration of Helen Sedwick in Support of Examiner Motion
7712	6/2/2020	Notice Regarding Filing of Third Supplement to Plan Supplement in Connection with Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization
7719	6/2/2020	Debtors' Opposition to Examiner Motion
7720	6/2/2020	Declaration of Christina F. Pullo in Support of Debtors' Response in Opposition to Examiner Motion
7724	6/2/2020	Watts Guerra LLP Opposition to Examiner Motion
7810	6/5/2020	Notice Regarding Filing of Fourth Supplement to Plan Supplement in Connection with Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization

Dkt. No.	Date of Filing	Description
7841	6/8/2020	Notice Regarding Filing of Fifth Supplement to Plan Supplement in Connection with Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization
7847	6/9/2020	Preliminary Report Official Committee of Tort Claimants' Investigation of Voting Results
7879	6/10/2020	Notice Regarding Filing of Sixth Supplement to Plan Supplement in Connection with Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization
7894	6/11/2020	Notice Regarding Filing of Seventh Supplement to Plan Supplement in Connection with Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization
7909	6/11/2020	Order Approving Plan Funding Transactions and Documents in Connection with Confirmation of Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization
7918	6/12/2020	Order Approving the Parties' Joint Stipulation Regarding the Registration Rights Agreement and Related Agreements of the Fire Victim Trust
7919	6/12/2020	Order Approving the Parties' Joint Stipulation Regarding Normalized Estimated Net Income
7929	6/12/2020	Notice Regarding Filing of Eighth Supplement to Plan Supplement in Connection with Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization
8001	6/17/2020	Memorandum Decision – Confirmation of Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization
8282	7/6/2020	Memorandum Decision Regarding Order Denying Motion to Appoint Voting Examiner
8283	7/6/2020	Order Denying Motion to Appoint an Examiner
8364	7/10/2020	Notice Regarding Filing of Tenth Supplement to Plan Supplement in Connection with Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization
387, No. 19-cv-5257-JD	6/9/2020	Order Terminating Estimation Proceedings
-	6/1/2020	CPUC Decision Approving Reorganization Plan, 20-05-053 (June 1, 2020), https://docs.cpuc.ca.gov/PublishedDocs/Published/G000/M338/K816/338816365.PDF
Hearing Transcripts and Audio Files		
5169	12/19/2020	December 17, 2019 Hearing Transcript
6265	03/12/2020	March 10, 2020 Hearing Transcript
6267	03/12/2020	March 11, 2020 Hearing Transcript
7445	05/21/2020	May 19, 2020 Hearing Transcript
7576	05/26/2020	May 22, 2020 Hearing Transcript

Dkt. No.	Date of Filing	Description
7609	05/27/2020	May 26, 2020 Hearing Transcript
7637	05/28/2020	May 27, 2020 Hearing Transcript
7665	05/29/2020	May 28, 2020 Hearing Transcript
7701	06/01/2020	May 29, 2020 Hearing Transcript
7710	06/02/2020	June 1, 2020 Hearing Transcript
7784	06/04/2020	June 3, 2020 Hearing Transcript
7809	06/05/2020	June 4, 2020 Hearing Transcript
7843	06/09/2020	June 5, 2020 Hearing Transcript
7869	06/10/2020	June 8, 2020 Hearing Transcript
7932	06/12/2020	June 11, 2020 Hearing Transcript
7984	06/17/2020	June 16, 2020 Hearing Transcript
8066	06/22/2020	June 19, 2020 Hearing Transcript
8110	06/25/2020	June 24, 2020 Hearing Transcript

The Reorganized Debtors reserve all rights to designate additional items to include in the record or restate the issues presented on appeal.

Dated: July 30, 2020

WEIL, GOTSHAL & MANGES LLP

KELLER BENVENUTTI KIM LLP

By: /s/ Theodore Tsekerides
Theodore Tsekerides

Attorneys for Debtors and Reorganized Debtors